

FEB 22 '01 19-53 AM

FIRST STATEMENT OF RENUMBERING**SURFACE TRANSPORTATION BOARD****in respect of a certain****SCHEDULE 5 TO MASTER EQUIPMENT OPERATING LEASE****and a certain****MASTER EQUIPMENT SUBLEASE**

First Statement of Renumbering dated as of February 1, 2001 executed by **Illinois Central Railroad Company ("ICRC")** as both lessee and sub-lessor

WHEREAS, Whitman Leasing, Inc. ("Whitman") as lessor and ICRC as lessee entered into a Master Equipment Operating Lease dated as of December 23, 1996,

WHEREAS, Whitman as lessor and ICRC as lessee entered into a Schedule 5, to such Master Equipment Operating Lease, dated as of December 23, 1996 in respect of the lease of seventeen (17) SD-20 diesel-electric locomotives as more particularly described therein (the "Equipment"),

WHEREAS, a Memorandum of Lease dated as of December 23, 1996 between Whitman and ICRC, which Memorandum was intended to evidence such Master Equipment Operating Lease and such Schedule 5 thereto, was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 26, 1997 at 1 55 P M as a secondary document with assigned recordation number 20534-D,

WHEREAS, ICRC as sub-lessor and **National Railway Equipment Co. ("NREC")** as sub-lessee entered into a Master Equipment Sublease dated as of February 6, 1997 in respect of the sub-lease of the Equipment,

WHEREAS, a Memorandum of Lease dated as of February 19, 1997 between ICRC and NREC, which Memorandum was intended to evidence such Master Equipment Sublease, was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on March 4, 1997 at 2 25 P M as a primary document with assigned recordation number 20564, and

WHEREAS, NREC has advised ICRC that all of the Equipment has been remarked and renumbered (as more particularly specified in Annex 1 hereto).

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Mr. Vernon A. Williams
February 21, 2001
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A short summary of the document to appear in the index follows:

First Statement of Renumbering by Illinois Central Railroad
Company, covering 17 locomotives bearing road marks 2025
- 2041 with reporting numbers changed from IC/ICG to IHB and
NREX

Also enclosed is a check in the amount of \$27.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

IN WITNESS WHEREOF, ICRC, as lessee and sub-lessor, has executed this First Statement of Renumbering as of the day and year first above written, by its officer thereunto duly authorized, to evidence upon the public record the remarking and renumbering of the Equipment as specified herein

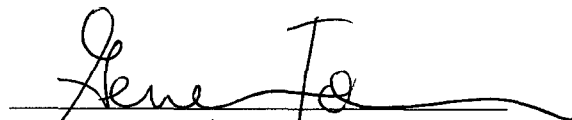
**ILLINOIS CENTRAL RAILROAD
COMPANY**, as lessee and sub-lessor

By 
Name John A N Lamont
Title Sr Manager Asset Finance

PROVINCE OF QUEBEC)
)
DISTRICT OF MONTREAL)

*In the matter of a First Statement
of Renumbering dated as of
February 1, 2001.*

On this 12th day of February 1, 2001, before me personally appeared John A N Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing instrument was signed on behalf of Illinois Central Railroad Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation


Attorney

My bar number is 190021-8

ANNEX 1 TO FIRST STATEMENT OF RENUMBERING

Seventeen (17) SD-20 diesel-electric locomotives remarked and renumbered as shown below

<u>Original Mark and Number</u>		<u>Current Mark and Number</u>	
ICG	2025	NREX	2025
ICG	2026	NREX	2026
ICG	2027	IHB	2923
ICG	2028	NREX	2028
ICG	2029	NREX	2029
ICG	2030	NREX	2030
ICG	2031	IHB	2922
ICG	2032	NREX	2032
ICG	2033	NREX	2033
ICG	2034	NREX	2034
ICG	2035	IHB	2924
ICG	2036	NREX	2036
ICG	2037	IHB	2925
ICG	2038	NREX	2038
IC	2039	NREX	2039
IC	2040	NREX	2040
IC	2041	NREX	2041